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1           **UNITED STATES DISTRICT COURT**  
2           **NORTHERN DISTRICT OF CALIFORNIA**

3           CHASOM BROWN, WILLIAM BYATT,  
4           JEREMY DAVIS, CHRISTOPHER  
5           CASTILLO, and MONIQUE TRUJILLO  
6           individually and on behalf of all other similarly  
7           situated,

8           Plaintiffs,

9           v.

10          GOOGLE LLC,

11          Defendant.

12          Case No.: 4:20-cv-03664-YGR-SVK

13           **DECLARATION OF BILL CARMODY  
14           ISO PLAINTIFFS' MOTION FOR AN  
15           AWARD OF ATTORNEYS' FEES,  
16           COSTS, AND SERVICE AWARDS**

17          Judge: Hon. Yvonne Gonzalez Rogers  
18          Date: August 7, 2024  
19          Time: 2:00 p.m.  
20          Location: Courtroom 1 – 4th Floor

## **DECLARATION OF BILL CARMODY**

I, Bill Carmody, declare as follows:

1. I am a partner with the law firm of Susman Godfrey LLP. I am licensed to practice before all courts of the State of New York and am admitted *pro hac vice* in this matter. Dkt. 17. I am a 1988 graduate of the University of Tulsa College of Law and a 1981 graduate of the United States Merchant Marine Academy.

2. I make this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees, Costs, and Service Awards (the "Motion").

3. I have personal knowledge of the matters addressed in this declaration. If called as a witness to testify, I could and would testify competently to the following facts.

4. This declaration introduces the Susman Godfrey professionals who worked on this case and summarizes the fees and costs that Susman Godfrey incurred.

## 1. Susman Godfrey Professionals

5. The Susman Godfrey lawyers who worked on this case include partners Bill Carmody, Marc Seltzer, Shawn Rabin, Amanda Bonn, Ian Crosby, Steven Shepard, Jenna Farleigh, and Steven Seigel, associates Alexander Frawley, Ryan Sila, and Amy Gregory, and staff attorneys Nicholas Donofio, Brittany Galvan, Mary O'Brien, and Neha Singh. Below, I provide an overview of each attorney's background and describe his or her role in this case.

6. **Bill Carmody:** Mr. Carmody is a nationally recognized trial lawyer who tries cases for plaintiffs and defendants in state and federal courts throughout the country. He is a permanent member of Susman Godfrey's Executive Committee and heads its New York office.

7. Mr. Carmody has personally led many large and successful class actions. Recent examples include representing Yale University, the City of Baltimore, and the purchasers of trillions of dollars in LIBOR-based financial products, where he led the charge against 16 of the world's largest banks, having won certification of a national litigation class and already settled with a number of the banks for \$781 million.

8. While *LIBOR* was moving forward, Mr. Carmody and his team also recovered \$220 million for a class of municipalities suing 10 banks and brokers for rigging municipal derivative auctions. *In re: Municipal Derivatives Antitrust Litig.*, Case No. 08-md-2516 (S.D.N.Y.).

9. Outside of the class action context, Mr. Carmody has secured victories for both plaintiffs and defendants in complex commercial cases. In the *Novartis* qui tam litigation, Mr. Carmody secured settlements totaling \$465 million in an anti-kickback case—the largest recovery ever in a case of its kind. On the defense side, in the *Fairfax* litigation, where an insurance company sought \$8 billion in damages from short sellers for allegedly conspiring to bring down the price of Fairfax’s stock, Mr. Carmody and his team secured a full dismissal of Susman Godfrey’s clients on summary judgment.

10. For decades, Mr. Carmody has also tried bet-the-company cases all around America on both sides of the “v.”. In February 2018, Uber was defending itself against trade-secret claims by Google/Waymo seeking roughly \$2 billion in its first case to be set for trial. Just months before trial, Uber hired Mr. Carmody, deciding it “was important to have someone in the leading position who was a pure trial lawyer—someone whose core skill was persuading a lay jury in a complex business case.”<sup>1</sup> Four days after he gave public and sealed opening statements, and after Mr. Carmody and his team crossed the plaintiff’s witnesses, Uber settled the case for a fraction of what Google/Waymo sought.

11. Only two-and-a-half months before the Uber trial, on the other side of the country, Mr. Carmody tried a contract case on the plaintiff's side for General Electric in the Southern District of New York, where the jury sided unanimously with GE and the court entered a judgment valued at over \$160 million.

<sup>1</sup> Christine Simmons, *Attorney of the Year Finalist: Bill Carmody*, N.Y.L.J., Oct. 5, 2018, <https://www.susmangodfrey.com/wp-content/uploads/2018/10/SG-Carmody-Video.pdf>.

1       12. Mr. Carmody's experience isn't limited to any single area of law or type of case,  
 2 and clients routinely bring him in on the eve of trial. In one case, Mr. Carmody was hired just 6  
 3 days before trial to defend an insurer in a bet-the-company class action—and secured a  
 4 unanimous jury verdict for his client.<sup>2</sup>

5       13. Mr. Carmody is a member of the American Board of Trial Advocates, a fellow of  
 6 the Litigation Counsel of America, and a fellow of the American Bar Foundation. He is listed in  
 7 *The Best Lawyers in America* in seven categories, including Bet-the-Company Litigation. He is  
 8 also listed in *Who's Who Legal* in Commercial Litigation. His peers have voted him both a "New  
 9 York Super Lawyer" and a "Texas Super Lawyer," and he's listed in *The Legal 500*, in addition  
 10 to being selected among America's Top 100 High Stakes Litigators by *America's Top 100*. Mr.  
 11 Carmody was honored by *Law360* as one of its 10 Titans of the Plaintiffs Bar. He is also  
 12 perennially listed in the Lawdragon 500, and was lauded as one of *Lawdragon's* 41 Legal  
 13 Legends. Mr. Carmody was a top three finalist in 2018 for the *New York Law Journal's* Attorney  
 14 of the Year. In 2019, *Lawdragon* selected Mr. Carmody as one of its Leading Plaintiff Financial  
 15 Lawyers and *The National Law Journal* selected him as one of its Masters of the Courtroom –  
 16 Winning Litigators. In 2021, 2022 and 2023, *Benchmark* placed Mr. Carmody on its shortlist –  
 17 of five to six lawyers – for National Trial Lawyer of the Year.

18       14. For this case, Mr. Carmody was appointed co-lead class counsel along with David  
 19 Boies from Boies Schiller Flexner and John Yanchunis from Morgan and Morgan. Together, they  
 20 were responsible for overseeing all aspects of the case and overall strategy. Mr. Carmody also  
 21 took an active role in trial preparation, including by overseeing mock jury exercises and preparing  
 22 to take on a lead role at trial. Mr. Carmody also helped lead mediation efforts, attending numerous  
 23 sessions with Judge Layn Phillips (the parties' mediator) and counsel for Google.

24       15. **Marc Seltzer:** Mr. Seltzer is a partner in Susman Godfrey's Los Angeles office.  
 25 He has practiced law for more than fifty years, litigating complex cases in state and federal courts

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27       2 *Big Suits*, "Beller et al. v. William Penn," *The American Lawyer*, Sept. 2007.

1 throughout the United States. Before joining Susman Godfrey, he was a principal in the law firm  
 2 of Corinblit & Seltzer, a Professional Corporation. In February 1998, Mr. Seltzer became a  
 3 partner of the firm, and opened the firm's Los Angeles office.

4       16. Mr. Seltzer's involvement in nationally prominent litigation began in the mid-  
 5 1970's, when he was tapped by Jack Corinblit to work on the massive *Equity Funding* securities  
 6 litigation. That case consisted of more than 100 consolidated class and individual cases, and was  
 7 settled in 1976 for over \$60 million, then the largest recovery ever achieved in a securities fraud  
 8 class action. *See In re Equity Funding Corp. of America Securities Litigation*, 438 F. Supp. 1303  
 9 (C.D. Cal. 1977). Later, in the 1980's, Mr. Seltzer was appointed by the Los Angeles federal  
 10 court to serve as sole lead counsel to represent the plaintiff class in the *ZZZZ Best* securities fraud  
 11 case. The *ZZZZ Best* fraud was described by the United States Attorney for the Central District  
 12 of California as "the most massive and elaborate securities fraud perpetrated on the West Coast  
 13 in over a decade," harking back to the *Equity Funding* case. The case resulted in several  
 14 important published decisions sustaining plaintiffs' claims. *See In re ZZZZ Best Securities*  
 15 *Litigation*, 864 F. Supp. 960 (C.D. Cal. 1994).

16       17. Since joining the firm, Mr. Seltzer has continued to represent both plaintiffs and  
 17 defendants in a wide variety of high stakes cases. Among other prominent cases, Mr. Seltzer  
 18 served as co-trial counsel with Steve Susman in representing Frank McCourt in his marital  
 19 property litigation with his former wife which involved competing claims to ownership of the  
 20 Los Angeles Dodgers. In 2015, Mr. Seltzer successfully argued the appeal taken by Ms. McCourt  
 21 from the order denying her motion to set aside the settlement reached in that case.

22       18. In the *In re Toyota Motor Corp. Unintended Acceleration Marketing, Sales*  
 23 *Practices, and Products Liability Litigation*, Mr. Seltzer was appointed by the Court to serve as  
 24 one of the co-lead counsel for the economic loss class action plaintiffs. After three years of hard  
 25 fought litigation, an historic settlement was reached valued by the Court at approximately \$1.6  
 26 billion, with the class receiving net benefits valued at approximately \$1.4 billion.

19. Mr. Seltzer is currently leading Susman Godfrey's efforts as one of co-lead counsel for plaintiffs in *In re Automotive Parts Antitrust Litigation*, pending in the Detroit federal court. The United States Department of Justice has called the cartels that are the subject of this litigation the largest group of price-fixing conspiracies ever uncovered. The cases have been settled for more than a billion dollars.

20. Since 2019, Mr. Seltzer has been named one of the “Thought Leaders in Competition – Plaintiff” by *Who’s Who Legal* (Law Business Research Ltd). Mr. Seltzer is one of only very few lawyers in the United States to receive this distinction. From 2020 through 2023, Mr. Seltzer was named one of California’s “Top Antitrust Lawyers” by the *Los Angeles Daily Journal*. In 2018, Mr. Seltzer was named one of thirty “Top Plaintiffs Lawyers” and one of the “Top 100 Lawyers” in California by the same publication. He was named a “Top Plaintiffs Lawyer” again in 2022. Mr. Seltzer was honored twice in late 2017 for his ground-breaking antitrust work. In December, 2017, he was named an “Competition MVP” by *Law360* and in September 2017, and he was named a “Giant Slayer” by *The Recorder* (ALM Publication). These honors were in large part due to his leadership roles in *In re: Auto Parts* and *In re Animation Workers Antitrust Litigation*, the latter in which Mr. Seltzer took on the world’s largest animation companies, including Disney, Pixar, Lucasfilm Ltd., Dreamworks and Sony, on behalf of animation employees and recovered nearly \$170 million. In December 2013, Mr. Seltzer was named to *Law360*’s annual list of legal “MVPs.” He was one of just three attorneys in the nation selected by *Law360* for recognition in the Class Action category. He has also been named to the *International Who’s Who of Competition Lawyers & Economists*.

21. Mr. Seltzer's many significant class action achievements helped secure Susman Godfrey's recognition as *Law360*'s "Class Action Group of the Year" in 2017, 2018 and 2024.

22. Over his many years of practice, Mr. Seltzer has also represented defendants in antitrust, securities, copyright, trademark, trade secret, unfair competition, class action and other complex litigation.

1       23. Mr. Seltzer served in an advisory role for this case, drawing on his substantial  
 2 class action experience to provide key advice for Plaintiffs at various stages of the case, including  
 3 class certification and settlement.

4       24. **Amanda Bonn.** A graduate of Stanford Law School and a partner in Susman  
 5 Godfrey's Los Angeles office, Ms. Bonn has litigated high-stakes lawsuits on behalf of plaintiffs  
 6 and defendants, from discovery, through trial, and on appeal, in practice areas ranging from class  
 7 actions to intellectual property matters.

8       25. Ms. Bonn has been recognized as an Up-and-Coming Commercial Litigator in  
 9 California by *Chambers & Partners* (2021, 2022, and 2023), one of the 100 Top Women Lawyers  
 10 in California by the *Daily Journal* (2021), a Leading Lawyer—General Commercial Disputes by  
 11 *The Legal 500* (2022-2023), one of 500 Leading Plaintiff Financial Lawyers (2019-2023) and  
 12 500 Leading Litigators (2022-2023) by *Lawdragon*, a Litigation Trailblazer by the *National Law*  
 13 *Journal* (2020), and a member of *Benchmark Litigation*'s "40 and Under Hot List" (2018-2023).  
 14 *Chambers* reports that clients and other lawyers have described her as follows:

- 15       • “She’s an extraordinary individual. She’s the best to work with, and is a smart,  
          nimble and dedicated lawyer.”
- 16       • “Amanda’s work is superb. She’s a very gifted legal thinker, writer and oral  
          advocate.”
- 17       • “She’s whip-smart, very practical, and easy to work with.”

19       26. Ms. Bonn is experienced in managing all high-stakes and complex commercial  
 20 litigation and arbitration matters and class actions, from discovery and motion practice, through  
 21 trial, and on appeal.

22       27. Upcoming and Recent Trials and Appeals:

23           A. In June 2024, Ms. Bonn is slated to try a multi-billion-dollar antitrust class  
 24 action against the National Football League before Judge Gutierrez in the  
 25 Central District of California.

26           B. In June 2022, Ms. Bonn successfully tried a multi-billion-dollar arbitration  
 27 between Flutter International and FOX regarding (i) FOX’s option to purchase

1 a stake in Flutter’s subsidiary FanDuel, the leading online betting platform in  
 2 the United States, and (ii) FOX’s claim that Flutter breached an agreement by  
 3 failing to provide “commercially reasonable resources” to betting platform  
 4 FOX Bet. Ms. Bonn handled the entirety of the FOX Bet component of the  
 5 case, delivering opening statements, cross-examining FOX’s technical expert,  
 6 and presenting Flutter’s technical expert and the President of its International  
 7 Division on direct examination. Ms. Bonn secured a complete victory for  
 8 Flutter on the FOX Bet claim, with the arbitrator finding that “the evidence  
 9 presented at the Arbitration Hearing established overwhelmingly that . . .  
 10 Flutter has in fact invested disproportionate resources well beyond any  
 11 measure of commercial reasonableness,” and concluding that FOX’s claim  
 12 was “meritless.”

13 C. In 2019, an NBCUniversal subsidiary lost a claim against its insurer Atlantic  
 14 Specialty Insurance Company at summary judgment in a case involving  
 15 whether Hamas’s bombing of Israeli civilian targets in 2014 constituted a  
 16 “war” or “terrorism.” NBCUniversal hired Ms. Bonn to turn the case around  
 17 and she did: briefing, arguing, and winning a complete reversal in an appeal  
 18 to the Ninth Circuit. Following remand, the case settled the night before a trial  
 19 in which Ms. Bonn served as co-lead trial counsel and was prepared to deliver  
 20 closing arguments.

21 D. In 2018, Ms. Bonn delivered the opening statement in a trade secret  
 22 misappropriation jury trial on behalf of defense contractor KBRWyle—  
 23 winning a defense verdict on the plaintiff’s trade secret claim and resulting in  
 24 the case settling for less than 1% of the damages plaintiffs sought.

25 28. Management of Complex Class Actions and Multi-Party Cases:

26 A. While this case has been pending, Ms. Bonn defended the world’s leading  
 27 commodity trading firm, Vitol Inc., in antitrust cases brought by the California

1 Attorney General, as well as a related federal class action, alleging a  
 2 conspiracy to inflate California gasoline prices over a two-year period. Ms.  
 3 Bonn took an active role in overseeing discovery and arguing and briefing  
 4 dispositive motions. Following summary judgment briefing in the California  
 5 Attorney General's suit and class certification briefing in the federal class  
 6 actions, both matters have recently settled. *See In Re Cal. Gasoline Spot*  
 7 *Market Antitrust Litig.*, Case No. 3:20-cv-03131-JSC, Joint Case Management  
 8 Statement Dkt. No. 599 (Apr. 10, 2024) (noting the state matter settled and  
 9 the parties in the federal matter had reached a settlement in principle).

10 B. Ms. Bonn also served as Susman Godfrey's lead California counsel  
 11 overseeing sprawling California False Claims Act litigation on behalf of  
 12 dozens of California political subdivisions—including Los Angeles County,  
 13 the Regents of the University of California, and the California State University  
 14 system, to name a few—against the nation's largest wireless carriers, AT&T,  
 15 Verizon, and Sprint/T-Mobile in Sacramento Superior Court. After years of  
 16 hard-fought litigation under Ms. Bonn's leadership, Susman Godfrey  
 17 achieved settlements that required the telecommunication giants to pay \$138  
 18 million to government entities in California and Nevada.

19 29. Ms. Bonn supervised the day-to-day work of the Susman Godfrey team on this  
 20 case and was actively involved in all stages of this case, substantially contributing to all major  
 21 briefs and hearings and fulfilling her leadership role for all strategic decisions. Ms. Bonn briefed  
 22 and argued substantial portions of the motion to dismiss, motion for class certification, motion  
 23 for summary judgment, and various motions and other matters raised at the Pretrial Conference.  
 24 Ms. Bonn also helped lead Plaintiffs' offensive discovery efforts, recruiting key testifying and  
 25 consulting experts, working on motions to compel, arguing at numerous discovery hearings, and  
 26 deposing key witnesses. Ms. Bonn was especially active in Plaintiffs' trial preparation efforts,

1 including by taking a lead role in their mock jury exercises. And Ms. Bonn played a central role  
 2 in the parties' months-long mediation efforts.

3       **30.**     **Shawn Rabin.** Mr. Rabin, a Partner in Susman Godfrey's New York office and a  
 4 member of the firm's Executive Committee, is nationally recognized for his trial successes in  
 5 complex cases. Mr. Rabin has been hired as trial counsel in some of the most high-profile cases  
 6 across the United States. For example, Mr. Rabin was brought in as trial counsel months before  
 7 trial to defend Match.com in a lawsuit filed by Sean Rad and other employees of Tinder. The  
 8 case was one of the first in-person trials after the start of Covid and settled days before closing  
 9 argument. Mr. Rabin was also trial counsel for Adam Neumann, founder of WeWork, in his  
 10 billion-dollar lawsuit against Softbank relating to his departure from WeWork. Along with Mr.  
 11 Carmody, Mr. Rabin also represented Uber in its high-stakes trial against Google/Waymo, where  
 12 Mr. Rabin was scheduled to cross-examine the star witness Anthony Levandowski two days after  
 13 the case ultimately settled. Mr. Rabin played key roles in major trial victories, including his direct  
 14 examination of liability experts and cross examination of defendants' central fact witness in a  
 15 breach-of-contract trial on behalf of General Electric, resulting in a judgment valued at over \$160  
 16 million.

17       **31.**     In 2023, Mr. Rabin was also lead trial counsel for PWN/Everly Heath in an  
 18 arbitration involving breach of contract and Lanham Act claims. After a week-long trial, the  
 19 arbitrator issued an award to Mr. Rabin's client for \$987,653,712. Mr. Rabin handles many other  
 20 cases in arbitration that remain confidential.

21       **32.**     Mr. Rabin also won a federal bench trial in the District of Puerto Rico while  
 22 representing the world's largest retailer, who was challenging a local tax as violating the Dormant  
 23 Commerce Clause and the Equal Protection Clause. The federal district judge agreed with Mr.  
 24 Rabin, striking down the statute in a decision that was front-page news across the country. The  
 25 U.S. Court of Appeals for the 1st Circuit unanimously affirmed.

26       **33.**     Mr. Rabin is also one of few lawyers who has actually tried a class action to a jury  
 27 in the State of Kentucky. In 2011, Mr. Rabin tried a misclassification wage-and-hour class action

1 before a Kentucky jury in a three-week trial—obtaining a complete defense victory on behalf of  
 2 The Rawlings Company.

3       34. Mr. Rabin was also lead trial counsel for Trover Solutions in several class actions  
 4 filed across the country relating to insurance subrogation. Mr. Rabin developed an approach to  
 5 get the cases dismissed by defeating the named plaintiff's claims before class certification.  
 6 Several of the cases were then appealed and the U.S. Court of Appeals for the 3rd Circuit where  
 7 they were unanimously affirmed.

8       35. In recognition of his successes, *Chambers USA* included Mr. Rabin in their 2020,  
 9 2021, 2022 and 2023 exclusive rankings of Leading General Commercial Litigators in New  
 10 York. *Lawdragon* included Mr. Rabin on the Lawdragon 500 List of the Country's Leading  
 11 Litigators in 2019, 2020, 2021, 2022, and 2023, ranked him as a Leading Plaintiff Financial  
 12 Lawyer in 2019, 2020, 2021, 2022, and 2023 while naming him among its 500 Leading Litigators  
 13 in 2022 and 2023. The *National Law Journal* named Mr. Rabin a "Plaintiffs' Lawyer Trailblazer"  
 14 in 2018 and 2022 and *Super Lawyers* has recognized Mr. Rabin as a Super Lawyer in New York  
 15 from 2019 to 2023 (Thomson Reuters). *The Best Lawyers in America®* named Mr. Rabin as a  
 16 Top Commercial Litigation Lawyer in New York for Commercial Litigation in 2019, 2020 and  
 17 2021. (Woodward White Inc.).

18       36. Mr. Rabin served in an advisory role for this case, drawing on his extensive  
 19 experience to provide input on strategic decisions throughout each stage of the litigation. At the  
 20 start of the case, Mr. Rabin was involved in litigation strategy and road-mapping the case toward  
 21 trial. And, given his trial experience, Mr. Rabin was also involved in Plaintiffs' trial preparation  
 22 work, including their mock trial exercises.

23       37. **Steven Shepard:** Mr. Shepard is a partner in Susman Godfrey's New York office.  
 24 After graduating in 2007 from Yale Law School, Mr. Shepard clerked for the Hon. Alex Kozinski  
 25 on the Court of the Appeals for the Ninth Circuit, and for Associate Justice Anthony M. Kennedy  
 26 on the Supreme Court of the United States. He then served as a Lieutenant in the Navy's Judge  
 27

1 Advocate General's Corps for several years, trying dozens of cases before joining Susman  
 2 Godfrey.

3       38. Mr. Shepard's substantial experience includes his work representing the class of  
 4 indirect purchasers in the nation's largest indirect purchaser class action, *In re Auto Parts*, in  
 5 which Susman Godfrey was appointed co-lead counsel. Mr. Shepard assisted the class in  
 6 obtaining more than \$1.2 billion in settlements in the case and in briefing and arguing key  
 7 motions relating to the class notice procedures.

8       39. Mr. Shepard—along with Mr. Carmody and Ms. Bonn—also played a key role in  
 9 the massive California False Claims Act case of *State of California ex rel. OntheGo Wireless v.*  
 10 *Cellco Partnership*. In *Cellco*, Mr. Shepard oversaw all aspects of the complex expert damages  
 11 analysis, which required reconstruction and alternative analysis of hundreds of thousands of  
 12 government employees' cell phone usage and billing records. Mr. Shepard also secured  
 13 settlements of more than \$450 million in a False Claims Act case against Novartis  
 14 Pharmaceuticals Corporation and other defendants, a \$40.5 million settlement in a False Claims  
 15 Act case against Apria Healthcare Group, Inc., and a \$50.3 million verdict for patent infringement  
 16 against Ardagh Group on behalf of Green Mountain Glass. Along with Mr. Rabin, Mr. Shepard  
 17 also secured a judgment for Walmart Inc. that Puerto Rico's discriminatory transfer tax violated  
 18 the Dormant Commerce Clause—a trial victory unanimously affirmed by the First Circuit.

19       40. Mr. Shepard was recognized by *Lawdragon 500* as a Leading Litigator in 2022  
 20 and 2023, and as one of the nation's "Leading Plaintiff Financial Lawyers" every year from 2019-  
 21 2023. He was also named a Super Lawyers Rising star for the New York Metro area every year  
 22 from 2016 through 2022, and he was named a Rising Star by the New York Law Journal in 2019.  
 23 Mr. Shepard was selected as one of Benchmark Litigation's "40 and Under Hot List" in 2018.

24       41. Mr. Shepard took an active role in the early stages of the case, including by  
 25 drafting Plaintiffs' First and Second Amended Complaints and overseeing briefing on Google's  
 26 motions to dismiss. Mr. Shepard also took an active role in briefing class certification.

1       42. **Ian Crosby:** Mr. Crosby is a partner in Susman Godfrey's Seattle office. In over  
 2 twenty years of practice with Susman Godfrey, Mr. Crosby has represented corporations,  
 3 universities, and individuals as plaintiffs and defendants in a wide variety of intellectual property  
 4 and commercial disputes and transactions involving intellectual property, including patents, trade  
 5 secrets, and copyrights. Mr. Crosby was recognized by U.S. News – The Best Lawyers in  
 6 America® for Intellectual Property and Patent Litigation every year from 2018 through 2024.  
 7 Mr. Crosby was also recognized by the *National Law Journal* in 2023 as an Intellectual Property  
 8 Trailblazer. Mr. Crosby has been a national meeting presenter and panelist for the American  
 9 Intellectual Property Association, and he is a recipient of the 2017 Editor's Choice Award from  
 10 Managing IP.

11       43. Before joining Susman Godfrey, Mr. Crosby clerked for the Honorable Robert  
 12 Boochever on the United States Court of Appeals for the Ninth Circuit, and for Chief Judge John  
 13 Coughenour on the United States District Court for the Western District of Washington. Mr.  
 14 Crosby holds a BA with a faculty commendation for excellence from Reed College, and a JD  
 15 with high honors from the University of Texas at Austin.

16       44. Mr. Crosby took a lead role in expert discovery in this case, including by working  
 17 with Plaintiffs' experts Jonathan Hochman (technical) and Bruce Schneier (privacy) on their four  
 18 expert reports. Mr. Crosby prepared them for their depositions and presented Mr. Schneier, and  
 19 Mr. Crosby was in the process of preparing expert trial examinations when the case settled. Mr.  
 20 Crosby also played a key role in preparing for Plaintiffs' mock trial exercises, and he drafted  
 21 briefs for Plaintiffs, including a *Daubert* opposition and motions *in limine*.

22       45. **Jenna Farleigh.** Ms. Farleigh is a partner in Susman Godfrey's Seattle office. A  
 23 native of Anchorage, Alaska, Ms. Farleigh joined Susman Godfrey after completing federal  
 24 clerkships for Judge Ronald M. Gould and Judge Richard C. Tallman of the United States Court  
 25 of Appeals for the Ninth Circuit.

26       46. Ms. Farleigh has represented both plaintiffs and defendants in a wide range of  
 27 high stakes litigation. In the last year alone, Ms. Farleigh represented several technology

companies—both emerging and established—in litigation issues relating to contract and intellectual property, including web hosting provider, Peak Web Hosting; initial coin offering and digital investment expert, New Alchemy; and online insurance comparison provider, QuoteWizard. Ms. Farleigh is also representing defense-contractor Wyle Laboratories in a dispute involving contract and trade secret misappropriation claims in California state court.

47. Ms. Farleigh has deep experience in patent, copyright, and class action litigation. Her current and former clients include one of the nation's leading patent holders, Two-Way Media; global oil company Hess Corporation; and a nationwide class of automobile owners who purchased vehicles containing parts involved in an antitrust price-fixing conspiracy.

48. Ms. Farleigh has been recognized as part of The Next Generation of Leading Lawyers by *Lawdragon* (2023), and was named a Rising Star by Washington Super Lawyers every year from 2017-2022.

49. For this case, Ms. Farleigh provided critical assistance during a busy time period in fact discovery, working on privilege disputes and discovery tied to the Special Master process.

50. **Steven Seigel.** Mr. Seigel is a partner in Susman Godfrey's Seattle office. Mr. Seigel joined Susman Godfrey after clerking for the Honorable David S. Tatel of United States Court of Appeals for the D.C. Circuit, the Honorable James E. Boasberg of the United States District Court for the District of Columbia, and the Honorable Richard G. Taranto on the United States Court of Appeals for the Federal Circuit. His portfolio spans intellectual property and patent litigation, breach of contract, environmental torts, ERISA, consumer privacy, and other complex civil and commercial disputes.

51. Mr. Seigel’s class action experience includes representing a certified class of residents and property-holders suing DuPont and Chemours for contaminating their homes and drinking water supplies with per- and poly-fluoroalkyl substances, or PFAS (known as “forever chemicals”). Mr. Seigel has successfully briefed and argued critical motions, including class certification, class appointment, motions to dismiss, and frequent discovery disputes. On November 17, 2023, Seigel succeeded before the United States Court of Appeals for the Fourth

1 Circuit, which unanimously rejected DuPont's and Chemours' petition to appeal the lower  
 2 court's October 4, 2023 order granting Plaintiffs' motion for class certification.

3       52. Mr. Seigel was an associate when this case was filed, and he was the first Susman  
 4 Godfrey associate assigned to the case. Mr. Seigel was particularly active in the case's early  
 5 stages, driving Plaintiffs' initial offensive discovery efforts and securing experts and consultants  
 6 for Plaintiffs. Mr. Seigel also worked on Plaintiffs' First Amended Complaint, which ultimately  
 7 survived Google's motion to dismiss in its entirety.

8       53. **Alexander Frawley.** Mr. Frawley is an associate in Susman Godfrey's New York  
 9 office. A graduate of the University of Pennsylvania Law School, Mr. Frawley clerked for the  
 10 Honorable Dennis Jacobs, United States Court of Appeals for the Second Circuit, and the  
 11 Honorable Katherine B. Forrest, United States District Court for the Southern District of New  
 12 York.

13       54. Mr. Frawley individually drafted or co-drafted the majority of the briefs filed by  
 14 Plaintiffs, including Plaintiffs' oppositions to Google's motions to dismiss, Plaintiffs' class  
 15 certification motion, Plaintiffs' opposition to Google's motion for summary judgment, *Daubert*  
 16 motions and oppositions, Plaintiffs' sanctions motions, numerous discovery submissions and  
 17 Special Master submissions, and many of Plaintiffs' pretrial filings. Mr. Frawley also argued a  
 18 portion of the motion to dismiss hearing, summary judgment hearing, pretrial conference, and at  
 19 many discovery hearings.

20       55. Mr. Frawley took an active role in driving Class Counsel's offensive discovery  
 21 efforts, including by frequently meeting and conferring with opposing counsel about disputes,  
 22 reviewing documents, selecting deponents, and preparing for depositions. Mr. Frawley  
 23 personally took five fact witness depositions, including of a belatedly disclosed witness relevant  
 24 to Plaintiffs' sanctions motion. Mr. Frawley also took an active role in coordinating Plaintiffs'  
 25 expert discovery work. He worked with Plaintiffs' experts Jonathan Hochman (technical), Bruce  
 26 Schneier (privacy), and Michael Lasinski (damages) on their expert reports, and he helped  
 27

1 prepare Mr. Hochman and Mr. Schneier for their depositions. Mr. Frawley personally deposed  
 2 one Google expert and assisted colleagues with preparing for other expert depositions.

3       **56. Ryan Sila:** Mr. Sila is an associate in Susman Godfrey's New York office. A  
 4 graduate of New York University School of Law, he joined Susman Godfrey following  
 5 clerkships with the Honorable Raymond J. Lohier, Jr., of the United States Court of Appeals for  
 6 the Second Circuit, and the Honorable Jesse M. Furman, of the United States District Court for  
 7 the Southern District of New York.

8       **57.** Mr. Sila contributed to all facets of this litigation, from fact discovery through  
 9 pretrial preparation. With respect to fact discovery, Mr. Sila coordinated Plaintiffs' response to  
 10 various disputes, in particular regarding challenges to Google's privilege designations and  
 11 disputes related to Google's preservation of data. Mr. Sila also contributed to Plaintiffs' motions  
 12 for sanctions and attendant proceedings. Mr. Sila took an active role in the coordination of  
 13 Plaintiffs' expert work, in particular as it relates to the opinions expressed by Mr. Hochman and  
 14 Mr. Schneier. Mr. Sila was a key contributor to Plaintiffs' opposition to Google's motion for  
 15 summary judgment. Mr. Sila also made significant contributions to Plaintiffs' pretrial  
 16 submissions. Mr. Sila took a leading role in the drafting, negotiation, and briefing relating to jury  
 17 instructions, and he briefed and argued motions *in limine* filed by both parties. Mr. Sila also  
 18 consulted on various other matters and overall case strategy.

19       **58. Amy Gregory:** Ms. Gregory is an associate in Susman Godfrey's New York  
 20 office. A graduate of Columbia Law School, she joined Susman Godfrey following a clerkship  
 21 with the Honorable Dennis Jacobs, United States Court of Appeals for the Second Circuit.

22       Ms. Gregory was actively involved in the case's early stages, working on  
 23 offensive discovery issues including in particular Plaintiffs' challenges to Google's privilege  
 24 designations. Ms. Gregory also took an active role in the early stages of the special master  
 25 process.

26       **60. Brittany Galvan.** Ms. Galvan is a staff attorney based in Susman Godfrey's  
 27 Houston office. She received her law degree from the University of Texas School of Law in May

1 2021. Prior to attending law school, she worked as a paralegal in the Money Laundering Division  
 2 of the Harris County District Attorney's Office. Additionally, she served in a variety of leadership  
 3 positions with the Texas Army National Guard and received an honorable discharge. During law  
 4 school, Ms. Galvan served as an Associate Editor of the Texas Hispanic Journal of Law and  
 5 Policy and a teaching assistant for Professor Carly Toepee.

6 61. In this case, Ms. Galvan was responsible for reviewing documents produced by  
 7 Google in discovery. She also assisted with other projects, including by helping to prepare  
 8 outlines for depositions and conducting case law research for pleadings.

9 62. **Mary O'Brien.** Ms. O'Brien is a staff attorney based in Susman Godfrey's  
 10 Houston office. Ms. O'Brien, a graduate of The University of Oklahoma, College of Law, began  
 11 her career as a Staff Attorney at Susman Godfrey in the spring of 2022. During law school, Ms.  
 12 O'Brien worked as a teaching and research assistant to Professor Rick Tepker, and served as a  
 13 Director on the OU Board of Advocates. Ms. O'Brien graduated Summa Cum Laude from Texas  
 14 A&M University in 2018 with a Bachelors of Arts in History, and was a Junior Year inductee to  
 15 the Phi Beta Kappa honor society.

16 63. In this case, Ms. O'Brien was responsible for reviewing documents produced by  
 17 Google in discovery. She also assisted with other projects, including by helping to prepare  
 18 outlines for depositions and conducting case law research for pleadings.

19 64. **Nicholas Donofrio.** Mr. Donofrio was a staff attorney based in Susman Godfrey's  
 20 Houston office. Nicholas Donofrio graduated from the University of North Texas in 2016, and  
 21 the University of Texas School of Law in 2021.

22 65. In this case, Mr. Donofrio was responsible for reviewing documents produced by  
 23 Google in discovery. He also assisted with other projects, including by helping to prepare outlines  
 24 for depositions and conducting case law research for pleadings. Mr. Donofrio left the firm for a  
 25 judicial clerkship during the pendency of this case.

26 66. **Neha Singh Zanders.** Neha Zanders, currently working at Susman Godfrey LLP  
 27 as a Staff Attorney, received her law degree from the University of Texas School of Law in May

1 of 2021. While in law school, she worked at the Travis County Attorney's Office's Appellate  
 2 Division, the Texas Office of the Attorney General's Environmental Protection Division, and the  
 3 United States Department of Homeland Security's Transnational Law Enforcement Operations  
 4 Unit. After law school, she also briefly worked as an Assistant City Attorney within the Dallas  
 5 City Attorney's Office's General Litigation Section.

6       67. In this case, Ms. Zanders was responsible for reviewing documents produced by  
 7 Google in discovery. She also assisted with other projects, including by helping to prepare  
 8 outlines for depositions and conducting case law research for pleadings.

9       68. **Paralegals.** Jianna Abalos and Vanessa Santos provided paralegal support for  
 10 Susman Godfrey's attorneys throughout the case. Other paralegals provided support when Ms.  
 11 Abalos and Ms. Santos were unavailable, as well as during particularly busy times, including  
 12 Aashka Chokshi, Nic Gamiz, Nicholas Loaiza, and Stacy Schulze. Technical specialist Graciela  
 13 Moreno also provided support.

14           **2. Susman Godfrey's Attorneys' Fees**

15       69. Unlike some firms on the class action side, Susman Godfrey represents both  
 16 plaintiffs and defendants. When entering into result-based fee deals, Susman Godfrey strives for  
 17 a substantial return on its investment in time and expenses to compensate for risks and  
 18 opportunity costs, including the opportunity to work on flat fee or hourly billing work that  
 19 provides a steady income stream. Susman Godfrey litigated this case entirely on a contingent fee  
 20 basis expecting to receive a risk enhancement if successful.

21       70. The schedule below contains a summary of the time spent by Susman Godfrey  
 22 attorneys and professional support staff on this case, and the firm's lodestar calculation using  
 23 2024 billing rates or equivalent 2024 billing rates for an attorney who left the firm prior to 2024.  
 24 All counsel and staff, including myself, keep contemporaneous and reliable time records. This  
 25 schedule was prepared from those contemporaneous time records. Plaintiffs produced those  
 26 detailed time records to Google on April 9, 2024, for time records through February 29, 2024.  
 27 Plaintiffs on April 23 provided updated records to Google. Plaintiffs are submitting the same

1 detailed time records to this Court with this filing, for *in camera* review, reflecting time through  
 2 March 31, 2024.

Timekeeper	Title	Year of Admission	Sum of Bs Hrs	2024 Rate	Sum of Bs Amt (2024)
Abalos, Jianna	Paralegal		623.8	\$ 325.00	\$ 202,735.00
Bonn, Amanda	Partner	2010	2601.6	\$ 850.00	\$ 2,211,360.00
Carmody, Bill	Partner	1988	832.2	\$ 2,500.00	\$ 2,080,500.00
Chokshi, Aashka	Paralegal		2.5	\$ 275.00	\$ 687.50
Crosby, Ian B.	Partner	1998	605.3	\$ 950.00	\$ 575,035.00
Donofrio, Nicholas	Staff Attorney	2021	251.6	\$ 300.00	\$ 75,480.00
Farleigh, Jenna	Partner	2014	20.9	\$ 850.00	\$ 17,765.00
Frawley, Alexander	Associate	2018	5568.7	\$ 800.00	\$ 4,454,960.00
Galvan, Brittany	Staff Attorney	2021	329.8	\$ 400.00	\$ 131,920.00
Gamiz, Nic	Paralegal		1.1	\$ 250.00	\$ 275.00
Gregory, Amy	Associate	2019	191.7	\$ 800.00	\$ 153,360.00
Loaiza, Nicholas	Paralegal		88.3	\$ 225.00	\$ 19,867.50
Moreno, Graciela	Technical Specialist		6.7	\$ 150.00	\$ 1,005.00
O'Brien, Mary	Staff Attorney	2021	576.2	\$ 400.00	\$ 230,480.00
Rabin, Shawn J.	Partner	2003	293.8	\$ 1,700.00	\$ 499,460.00
Santos, Vanessa	Paralegal		638.2	\$ 375.00	\$ 239,325.00
Schulze, Stacy S.	Paralegal		0.8	\$ 400.00	\$ 320.00
Seigel, Steven	Partner	2014	102	\$ 850.00	\$ 86,700.00
Seltzer, Marc M.	Partner	1972	36.3	\$ 2,200.00	\$ 79,860.00
Shepard, Steven	Partner	2009	238	\$ 1,100.00	\$ 261,800.00
Sila, Ryan	Associate	2019	1025.2	\$ 725.00	\$ 743,270.00
Singh, Neha	Staff Attorney	2021	233	\$ 400.00	\$ 93,200.00
<b>Grand Total</b>			<b>14267.7</b>		<b>\$ 12,159,365.00</b>

71. The hours reflected above are reasonable given the complexity, novelty, and length of the litigation and the significant volume of discovery required. Given the claims asserted, the Plaintiffs' theory of liability, and the requisite fact and expert discovery needed to prove Plaintiffs' claims regardless of the type of relief sought, the lack of a damages class made no difference to the work Susman Godfrey needed to do (and did) on behalf of the classes. With no guarantee of recovering any of its fees or costs, Susman Godfrey made every effort to staff and litigate this case as efficiently as possible.

72. The hourly rates reflected above are the firm's standard hourly rates. Fee-paying clients pay these rates for hourly work.

73. Attached as **Exhibit 3 to the concurrently filed Declaration of Mark Mao** is a copy of excerpts from the 2023 Wolters Kluwer Real Rate Report, which I understand to be the

1 most recent year for which this publication is available. The report summarizes prevailing market  
 2 rates for legal services in 2023 in San Francisco. The Third Quartile rates for legal services were  
 3 \$1,124 for partners. Nearly all Susman Godfrey partners included in this Motion have lower  
 4 hourly rates. The few exceptions are justified based on these lawyers' considerable experience  
 5 and expertise. Moreover, these lawyers spent fewer time on the case than other lawyers on the  
 6 Class Counsel team.

7       74.     The hourly rate for Bill Carmody, \$2,500, is reasonable in light of his stature as  
 8 one of the nation's leading trial lawyers and the exceedingly complex nature of this litigation.  
 9 *See supra* Section 1 (summarizing Mr. Carmody's experience and accomplishments). Mr.  
 10 Carmody's investment of time in this case time is also considerably lower than other members  
 11 of the Class Counsel team, as he primarily focused on overseeing overall case strategy, trial  
 12 preparation strategy, and settlement.

13       75.     The hourly rate for Marc Seltzer, \$2,200, is also reasonable in light of his stature  
 14 as one of the nation's leading class action lawyers. *See supra* Section 1 (summarizing Mr.  
 15 Seltzer's experience and accomplishments). Mr. Seltzer's investment of time was also  
 16 particularly minimal, as he focused on providing guidance to the Class Counsel team at key  
 17 inflection points throughout the case.

18       76.     The hourly rate for Shawn Rabin, \$1,700, is also reasonable in light of his stature  
 19 as one of the nation's top trial lawyers. *See supra* Section 1 (summarizing Mr. Rabin's experience  
 20 and accomplishments). Mr. Rabin's investment of time in this case is also relatively low  
 21 compared to other members of the Class Counsel team, as his efforts focused on overseeing case  
 22 strategy, particularly at the outset of the case.

23                   **3. Susman Godfrey's Costs**

24       77.     As shown in the below schedule, Susman Godfrey advanced a total of  
 25 \$191,427.51 in un-reimbursed expenses, without any guarantee of recoupment. These expenses  
 26 were reasonably necessary for the prosecution of this case, and they are of the type Susman  
 27

1 Godfrey normally incurs in litigation. These expenses are typically paid by Susman Godfrey's  
 2 fee-paying clients.

<b>Cost Description</b>	<b>Sum of Tobill Amt</b>
<b>Air Travel</b>	\$ 26,967.71
<b>Printing</b>	\$ 14,968.00
<b>Court Document Alerts</b>	\$ 1,008.50
<b>Filing Fees</b>	\$ 1,911.00
<b>Ground Transportation (Taxis, car service)</b>	\$ 8,250.04
<b>Hotels (Travel)</b>	\$ 43,625.42
<b>in-House Postage Charges</b>	\$ 7.50
<b>Meals</b>	\$ 4,245.55
<b>Messenger/Delivery Services</b>	\$ 4,754.71
<b>Online Research Services</b>	\$ 21.29
<b>Outside Photocopy Services</b>	\$ 5,745.18
<b>Parking</b>	\$ 338.00
<b>Research charges</b>	\$ 72,398.14
<b>Secretarial Overtime</b>	\$ 1,655.00
<b>Telephone &amp; Calling Card Expenses</b>	\$ 3,529.02
<b>Trial and Trial Prep Expenses</b>	\$ 48.70
<b>Transcripts</b>	\$ 1,953.75
<b>Grand Total</b>	<b>\$ 191,427.51</b>

19       78. The firm has maintained reliable, individual records substantiating these costs,  
 20 and this schedule was prepared from those records. As with fees, Plaintiffs have submitted those  
 21 records to Google in advance of filing this Motion, and Plaintiffs are submitting them to this  
 22 Court with this filing, for *in camera* review. This schedule reflects costs through March 31, 2024.

23       79. A few clarifications are important. The firm's hotel reimbursement policy for the  
 24 majority of this case included a maximum per-night base rate of \$400 for New York, Washington  
 25 DC, Los Angeles, and San Francisco, and \$350 for all other locations.<sup>3</sup> Executive Committee

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27       <sup>3</sup> The per-night maximum for New York, Los Angeles, Washington, and San Francisco was  
 increased to \$500 on October 30, 2023.

approval is required for any exceptions. Similarly, absent an exceptional circumstance and Executive Committee approval, attorney airfare should be limited to refundable, economy airfare. For flights in excess of two hours, economy plus / premium economy fares are permitted.

80. For this case, at no point did any Susman Godfrey attorney or professional seek Executive Committee approval for an exception to these policies. Susman Godfrey attorneys sometimes elected to stay in hotels that charged more than \$400 per night, but in all such cases, the firm is not seeking reimbursement for any amounts above the firm's policy. Similarly, while some attorneys may have elected to fly first class for case-related travel, they did so at their own expense, personally paying the difference between an economy fare and the first-class price. For such airfare, Susman Godfrey only seeks reimbursement for the economy portion of the fare.

81. Finally, these costs do not include Susman Godfrey's substantial contributions to Class Counsel's litigation fund, which was administered by Boies Schiller. I understand that my co-counsel James Lee from Boies Schiller will prepare a declaration detailing the costs paid by that joint fund, including expert fees, Special Master fees, mediator fees, and mock trial fees.

82. I declare under penalty of perjury under the laws of the United States of America  
that the foregoing is true and correct.

Dated: April 23, 2024

/s/ Bill Carmody

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